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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

May 15, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated March 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GARC II 98-B) and related documents previously filed with the Board under Recordation Number 21676.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC II 98-B Railcar Trust  
by Wilmington Trust Company, not in its  
individual capacity but solely as Trustee  
1100 North Market Street  
Wilmington, DE 19890

Indenture Trustee: U.S. Bank National Association, successor to  
State Street Bank and Trust Company  
225 Franklin Street  
Boston, MA 02101

Anne K. Quinlan, Esquire  
May 15, 2009  
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A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: GATX 072460.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 15 '09 -9 30 AM

BILL OF SALE AND PARTIAL RELEASE

**SURFACE TRANSPORTATION BOARD**

GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 072460 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 30, 2009

GARC II 98-B Railcar Trust

By: Wilmington Trust Company,  
not in its individual capacity, but solely  
as Owner Trustee

By: 

Title: \_\_\_\_\_

Jacqueline E. Solons  
Administrative Account Manager

U.S. Bank National Association, as successor to  
State Street Bank and Trust Company, as  
Indenture Trustee

By: \_\_\_\_\_

Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 072460 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 30, 2009

GARC II 98-B Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity, but solely  
as Owner Trustee

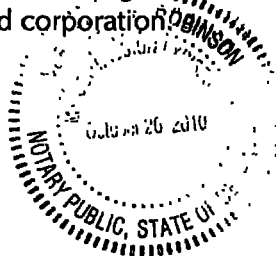
By: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Bank National Association, as successor to  
State Street Bank and Trust Company, as  
Indenture Trustee

By:  \_\_\_\_\_  
Title: Vice President

State of Delaware )  
 ) SS:  
County of New Castle )

On the 11 day of May, 2009, before me personally appeared Jacqueline E. Solone to me known, who being by me duly sworn, say that he/she is a Administrative Account Manager GARC II 98-B Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

*Verneesa E. Robinson*  
Notary Public

VERNEESA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2010

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. National Association, successor State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware           )  
  ) SS:  
County of New Castle       )

On the \_\_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of GARC II 98-B Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

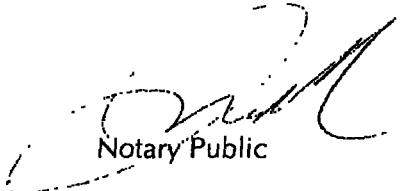
Notary Public

[Notarial Seal]

My commission expires:

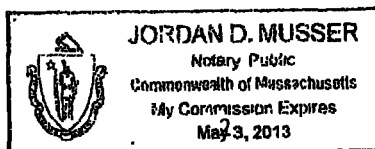
State of Massachusetts       )  
  ) SS:  
County of Suffolk            )

On the 12<sup>TH</sup> day of MAY, 2009, before me personally appeared Alison D.P. Nadeau to me known, who being by me duly sworn, says that he/she is a Vice President of U.S. National Association, successor State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

My commission expires:



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/15/09



\_\_\_\_\_  
Robert W. Alvord